Office-Supreme Court, U.S.
FILED
JUN 17 1981
ALEXANDER L. STEVAS,
CLERK

No. 80-1994

IN THE

Supreme Court of the United States

OCTOBER TERM, 1980

THE NASH COUNTY BOARD OF EDUCATION, *Petitioner,*

v.

THE BILTMORE COMPANY, ET AL., *Respondents.*

On Petition For A Writ Of Certiorari To The United States Court Of Appeals For The Fourth Circuit

---

JOINT BRIEF FOR THE RESPONDENTS IN OPPOSITION

[Counsel listed inside front cover]

PRESS OF BYRON S. ADAMS PRINTING, INC., WASHINGTON, D.C.

* George Ward Hendon
Adams, Hendon, Carson
& Crow, P.A.
601 First National Bank Bldg.
82 Patton Ave.
P.O. Box 7246
Asheville, NC 28807
Joseph R. Gladden, Jr.
King & Spalding
2500 Trust Company Tower
Atlanta, Georgia 30303
404-658-1250
Counsel for The Biltmore Company
* John M. Murchison, Jr.
W.T. Covington, Jr.
Kennedy, Covington,
Lobdell & Hickman
3300 NCNB Plaza
Charlotte, NC 28280
704-377-6000
Glenn S. Dennis
House Counsel
Borden, Inc.
180 East Broad St.
Columbus, Ohio 43215
Counsel for Borden, Inc.
* Joseph H. Leonard
Leonard and Snyder
113 West Center St.
P.O. Box 614
Lexington, NC 27292
704-249-9156
J. Melville Broughton, Jr.
Broughton, Wilkins &
Crampton, P.A.
Suite 1921
Center Plaza Building
411 Fayetteville Street Mall
Raleigh, NC 27602
Counsel for Coble Dairy Products Cooperative, Inc.
* Fred D. Turnage
Cleary, Gottlieb, Steen
& Hamilton
1250 Connecticut Ave., N.W.
Washington, D.C. 20036
202-828-3000
Robert H. Duesenberg
Vice President and General
Counsel Pet, Inc.
Pet Plaza
400 South Fourth St.
St. Louis, MO 63102
Wright T. Dixon, Jr.
Bailey, Dixon, Wooten,
McDonald & Fountain
Raleigh, NC 27602
Counsel for Pet, Inc.

* Henry A. Mitchell, Jr.
Smith, Anderson, Blount,
Dorsett, Mitchell
& Jernigan
First Union National
Bank Bldg.
P.O. Box 31
Raleigh, NC 27602
919-821-1220
Counsel for Pine State Creamery Co.
John R. Jordan, Jr.
Jordan Law Offices
Suite 1414 Branch Banking
and Trust Building
333 Fayetteville St. Mall
Raleigh, NC 27602
* David L. Aufderstrasse
Chadwell, Kayser, Ruggles,
McGee & Hastings
8500 Sears Tower
233 South Wacker Dr.
Chicago, IL 60606
312-876-2100
Theodore L. Banks
Kraft, Inc.
Kraft Court
Glenview, IL 60025
Counsel for Kraft, Inc.
William A. Carey
* St. John Barrett
Morton Hollander
Barnett, Alagia & Carey
1627 K Street, N.W. #900
Washington, D.C. 20006
202-785-0500
Jerry W. Amos
Brooks, Pierce,
McLendon, Humphrey
& Leonard
1400 Wachovia Building
201 North Elm St.
Greensboro, NC 27402
Counsel for Flav-O-Rich, Inc.

**Counsel of Record*

QUESTION PRESENTED

Whether the district court and the court of appeals properly held that an earlier judgment of a North Carolina court barred this action under the following circumstances:

1. The earlier action was filed in state court by the state attorney general for the State and all of its local school boards alleging violation of state antitrust law in the sale of milk to the local school boards and seeking to recover treble damages and obtain injunctive relief for all such boards.

2. The state law affords all relief and procedural protections afforded by federal law.

3. Pursuant to state law, the attorney general represented the local school boards in the state action.

4. The state attorney general entered into a final consent judgment with all defendants in the state action disposing of "all matters in controversy" in that action.

5. Five months after the consent judgment, one of the local school boards filed this action on behalf of all such boards seeking treble damages from the same defendants on the identical claim.

TABLE OF CONTENTS

	Page
Opinions below	1
Jurisdiction	2
Statement	2
Reasons for Denying the Writ	4
Conclusion	10
Listing Pursuant To Rule 28.1	Appendix

TABLE OF AUTHORITIES

CASES:	PAGE
Berenyi v. *District Director, Immigration and Naturalization Service,* 385 U.S. 630 (1967)	5
Cream Top Creamery v. *Dean Milk Co.,* 383 F.2d 358 (6th Cir. 1967)	7
Estate of Speigel v. *Commissioner,* 335 U.S. 701 (1949)	5
Graver Tank & Mfg. Co. v. *Linde Air Products Co.,* 336 U.S. 271 (1948)	5
In re Armored Car Antitrust Litigation, No. 79-3301 (5th Cir. May 21, 1981), 1981-1 CCH Trade Cases 76,298, ¶ 64,025	8
Lyons v. *Westinghouse Elec. Corp.,* 222 F.2d 184 (2d Cir.), *cert. denied,* 350 U.S. 825 (1955)	7
Montana v. *United States,* 440 U.S. 147 (1979)	4
Parklane Hosiery Co., Inc. v. *Shore,* 439 U.S. 322 (1979)	4
Pettway v. *American Cast Iron Pipe Co.,* 576 F.2d 1157 (5th Cir.), *reh. denied,* 581 F.2d 267, *cert. denied,* 439 U.S. 1115 (1979)	7
Propper v. *Clark,* 337 U.S. 472 (1949)	5
STATUTES AND RULES:	
15 U.S.C. §1	2
15 U.S.C. §2	2
28 U.S.C. §1254(1)	2
Federal Rules of Civil Procedure, Rule 23	7, 8
North Carolina General Statues, §114-2	6

IN THE

Supreme Court of the United States

OCTOBER TERM, 1980

No. 80-1994

THE NASH COUNTY BOARD OF EDUCATION, *Petitioner,*

v.

THE BILTMORE COMPANY, ET AL., *Respondents.*

On Petition For A Writ Of Certiorari To The United States Court Of Appeals For The Fourth Circuit

---

JOINT BRIEF FOR THE RESPONDENTS IN OPPOSITION

OPINIONS BELOW

The opinion of the court of appeals (Pet.App. 41-84) is reported at 640 F.2d 484. The opinion of the district court (Pet.App. 2-40) is reported at 464 F. Supp. 1027.

JURISDICTION

The judgment of the court of appeals was entered January 12, 1981, and a petition for rehearing denied February 19, 1981. The petition for a writ of certiorari was filed on May 18, 1981. The jurisdiction of this Court is invoked under 28 U.S.C. §1254(1).

STATEMENT

Petitioner Nash County Board of Education ("Nash County"), suing on behalf of itself and "all other County and City Boards of Education . . . in the State of North Carolina", filed this action in the district court on October 23, 1975 seeking treble damages for alleged violations of sections 1 and 2 of the Sherman Act (15 U.S.C. §§1 and 2). Pet.App. 105-117.

The complaint alleges that the respondents, each a dairy company engaged in marketing milk and milk products to public schools in North Carolina, had conspired since February 1, 1970 to restrain and monopolize commerce in such products. This is alleged to have injured the school boards by denying them the benefits of a free market price. Pet.App. 112-113.

Each respondent filed a motion for summary judgment, asserting that an earlier state court judgment bars the present proceeding under the doctrine of res judicata. The district court granted the motions and entered final judgment for the respondents. Pet.App. 1. The Court of Appeals for the Fourth Circuit unanimously affirmed (Pet.App. 41-84), and denied Nash County's petition for rehearing (Pet.5).

The state court action upon which the earlier judgment was entered was filed by the attorney general of North Carolina in the name of the State on October 21,

1974. Pet.App. 85-95. The complaint recited that the State brought the action "as one of the sources of revenue used to pay part of the purchase price of fluid milk by the various public school systems of North Carolina," as well as on its own behalf as a purchaser of fluid milk and as a representative of a class consisting of all public school systems in the state. Pet.App. 87-88. The complaint prayed for both an injunction and treble damages. Pet.App. 94. All of the alleged misconduct, as well as the relief sought, related solely to the sale of milk to the local school boards, of which petitioner was one. Pet.App. 90-93.

On May 12, 1975 the state court entered a consent judgment in the state action reciting that "all matters in controversy arising out of this action have been agreed upon and settled in a manner satisfactory both to the Plaintiff, State of North Carolina, and the aforementioned defendants." Pet.App. 97. The judgement further recited that "the parties desire to resolve and settle all claims and matters in controversy in order to avoid the expense of protracted litigation." Pet.App. 98. In line with the settlement of the parties, the judgment provided detailed injunctive relief (Pet.App. 98-103), but allowed no money damages. It provided that the state court retain jurisdiction "for the purpose of enabling the parties to this judgment to apply to this Court for a construction of this judgment and for such further order and direction as may be necessary to carry out this judgment, or for the enforcement of compliance therewith, and for the punishment of the violation of any of the provisions contained herein in the discretion of the Court." Pet.App. 103. By its terms, the judgment was to cease being effective three years from its entry, i.e., May 12, 1978. *Id.*

Five months after entry of the state decree, petitioner filed the present federal district court complaint, again seeking treble damage from the same dairy company respondents with respect to the identical conduct complained of in the state court action.

REASONS FOR DENYING THE WRIT

The concurrent findings of the district court and of the court of appeals are manifestly correct and fully support application of the doctrine of res judicata. Indeed, the need for applying res judicata is confirmed here by its dual purpose, i.e., to protect litigants from the burden of relitigating the same cause of action with the same parties or their privies and to promote judicial economy by preventing needless litigation. *Parklane Hosiery Co., Inc.* v. *Shore*, 439 U.S. 322, 326 (1979); *Montana* v. *United States*, 440 U.S. 147, 153-54 (1979). Moreover, the comprehensive and well reasoned opinion of the court of appeals does not conflict with any decision of this Court or any other court of appeals. Review by this Court is accordingly not warranted.

In asserting that the doctrine of res judicata was misapplied by both lower courts, the petitioner does not now contend that the earlier state court judgment lacked finality, that it was anything other than a judgment on the merits, or that the earlier action sought relief for anything less than all injury and wrongs for which relief is sought in the second proceeding. Rather, petitioner asserts that it was never a party to nor in "privity" with any party to the first proceeding; that it could not have been such a party absent certification of the class in the first proceeding under state law; and that to now bar a second suit would deprive it of its right to prosecute its federal claim, deny it class action procedures guaranteed

by state law, and deprive it of property without due process of law.

As petitioner acknowledges, the question of whether it was represented in the state court proceeding and should therefore be bound by the judgment turns on a number of considerations. Principal among these are: (1) the authority of the attorney general of the State of North Carolina to represent the school boards of North Carolina in court; (2) whether the attorney general represented the North Carolina school boards, including the petitioner, in the state court proceeding; (3) the proper construction of the state court complaint in terms of parties represented, claims being asserted and relief sought, and (4) the proper construction of the final judgment in the state court proceeding. Although petitioner quarrels with the manner in which the courts below handled each of these issues, none of them require review by this Court. Petitioner has had the opportunity to argue fully its views concerning North Carolina law, the proper construction of the attorney general's complaint in the state proceeding, and the proper construction to be given the state court judgment. Its views were carefully considered by both courts below and were rejected. Their rulings, largely factual, involve no conflict with the rulings of the courts of appeal for the other circuits and should be accepted by this Court without review. See *Berenyi* v. *District Director, Immigration & Naturalization Service,* 385 U.S. 630, 635 (1967), and *Graver Tank & Mfg. Co.* v. *Linde Air Products Co.,* 336 U.S. 271, 275 (1948). To the extent their rulings turned on interpretation of North Carolina law, they are entitled to similar deference. *Estate of Spiegel* v. *Commissioner,* 335 U.S. 701, 707-08 (1949), *Propper* v. *Clark,* 337 U.S. 472, 486-87 (1949).

Petitioner erroneously states that the suit by the attorney general "stated two causes of action." Pet.6. Actually, it stated a single cause of action brought by the attorney general in the name of the State, but stated three legal bases for the standing of the State and of the attorney general to sue. First, the attorney general recited that "this action is brought on plaintiff's own behalf as a direct purchaser of fluid milk from the defendants."[1] Pet.App. 87. Second, the attorney general recited that the action was brought by the State "as one of the sources of revenue used to pay part of the purchase price of fluid milk by the various public school systems of North Carolina."[2] *Id.* Third, the attorney general recited that the State sued as a representative of a class consisting of all school boards in the state. Pet.App. 87-88. Thus, it is clear, as found by both of the courts below, that the representation of the school boards by the attorney general was not dependent upon the class action aspect of the State's suit.

The petitioner urges four specific reasons why this Court should grant review. Pet.16-26. Contrary to petitioner's assertion, none of them is grounds for certiorari.

1. *Constitutional Claims.* Petitioner's constitutional claims assume that it was not represented by the State of North Carolina and its attorney general in the state court proceeding. This assumption is unfounded because, as the state complaint made clear and the lower courts

---

[1] The allegations of the complaint, however, concern *only* purchases actually made by the local school boards.

[2] This recital relates to North Carolina General Statutes, §114-2 which provides that the Attorney General shall "represent all State departments, agencies, institutions, commissions, bureaus or other organized activities of the State *which recieve support in whole or in part from the State.*" Pet.App. 24 (emphasis added).

found, the attorney general in fact represented the local school boards in the first proceeding. In any event, framing its assertion in constitutional terms adds nothing to petitioner's legal argument that res judicata has been misapplied because of non-identity of the parties to the two proceedings.

2. *Exclusively Federal Claim.* Petitioner argues that the decisions below conflict with the decision of the Court of Appeals for the Second Circuit in *Lyons* v. *Westinghouse Elec. Corp.*, 222 F.2d 184 (2d Cir.), *cert. denied*, 350 U.S. 825 (1955), and with the decision of the Court of Appeals for the Sixth Circuit in *Cream Top Creamery* v. *Dean Milk Co.*, 383 F.2d 358 (6th Cir. 1967). There is, however, no conflict. The courts below carefully and properly distinguished both *Lyons* and *Cream Top* from the case at hand. Neither of the other two circuits had before it the question of the res judicata effect of a prior state court judgment under a state law that provided the full relief available under federal law, including treble damages for an antitrust violation.

3. *Absence of Class Certification.* Petitioner argues that the decisions below conflict with *Pettway* v. *American Cast Iron Pipe Co.*, 576 F.2d 1157 (5th Cir.), *reh. denied*, 581 F.2d 267 (1978), *cert. denied*, 439 U.S. 1115 (1979). But there is nothing in *Pettway* inconsistent with the decisions here. Apart from the fact that *Pettway* construes and applies Rule 23 of the Rules of Federal Civil Procedure while the only class action procedures relevant to this petition are those under North Carolina law, the courts below have not ruled upon the adequacy or inadequacy of the North Carolina procedures or their application by the North Carolina court in handling the class action aspect of the state claim. Both the courts below and the parties agree that the

North Carolina court neither intended to follow nor did follow the class action route in disposing of the state case. The courts below have simply held, upon a record that permits no other holding, that the local school boards were, through the representation of the state attorney general, parties in interest to the state court proceeding, wholly apart from any considerations of class action representation. The Court of Appeals for the Fifth Circuit has itself recently held in a class action that a state attorney general's "authority and responsiblity as representative of the state's political subdivisions does not derive from Rule 23" and that the attorney general accordingly need not comply with Rule 23 procedures in order to bind the subdivisions. *In re Armored Car Antitrust Litigation*, No. 79-3301 (5th Cir. May 21, 1981), 1981-1 CCH Trade Cases 76,298, at 76,302, ¶ 64025. Indeed, the court of appeals there, in concluding that an attorney general has authority to bring an antitrust action on behalf of subdivisions of the state without first obtaining their explicit authorization, cited the court of appeals opinion here. *Id.* at 76,301, n.5. Thus, there is clearly no conflict between the decisions here and those of the Fifth Circuit.

4. *Public Policy.* In urging that the decision below "is against the public policy of the United States and against the facts of this case", petitioner states no additional grounds for certiorari.

The petitioner's argument for certiorari reduces in large measure to a quarrel over words. The district court, in describing the complete identity of interest between the attorney general in the state court proceeding and Nash County in the federal proceeding, referred to them as the "same party." Pet.App. 28. The court of appeals, on the other hand, refers to them as being in

"privity." Pet.App. 72-75. Indeed, it went so far as to state that "there is no contention that the plaintiff was a party to the earlier suit begun in the name of the State of North Carolina by its Attorney General." Pet.App. 72. It is clear, however, that the court of appeals means merely that Nash County was not a *named* party in the state court. It reaches the same conclusion as the district court, for the same reasons as the district court, that the attorney general's action was intended to, and did, enforce the direct legal interest of all local school boards, including Nash County. This was plainly stated by the court of appeals as follows:

> In that state antitrust suit the Attorney General sought to recover on behalf of the plaintiff and the other school districts of the State overpayments for dairy products occasioned by the appellees' alleged price fixing and market control mechanizations. These are precisely the interests and the right to recover over-payments which the appellant now asserts in the case at bar. The money used to pay for the dairy products in question came, in part at least, from the coffers of state government and the state itself had a direct stake in the litigation.[18] These and these only are the stakes and the interests which the Attorney General sought to represent, *i.e.*, the recovery of past over-payments and equitable protection against future price control schemes by the appellees. We cannot imagine a factual setting more clearly demonstrative of the requisite unity in interest in both suits. The interests of the State in the state action, and the plaintiff School District in the federal action are identical, not merely contextually related.

Pet.App. 78-79 (footnote ommitted).

Although the above holding is the same as that of the district court, petitioner seizes upon the differing

language of the two lower courts to assert that the "Court of Appeals held the school boards were not 'parties' to the action relied on as a bar, which action was brought by the Attorney General of North Carolina." Pet. 1. With this as the lever, petitioner argues that application of res judicata to bar the second action has been made to turn upon "the nebulous doctrine of privity" (*id.*), with resulting denial of petitioner's constitutional and statutory rights and a conflict with other circuits. Descriptive legal terms apart, however, it is clear that both the claim and the real parties in interest are the same in the two suits. Accordingly, the holding below was both correct and consistent with the decisions of other circuits on which petitioner relies.

CONCLUSION

The petition for a writ of certiorari should be denied.

Respectfully submitted,

/s/ ST. JOHN BARRETT

WILLIAM A. CAREY
ST. JOHN BARRETT
MORTON HOLLANDER
BARNETT, ALAGIA & CAREY
1627 K St., N.W.
Washington, D.C. 20006
(202) 785-0500

JERRY W. AMOS
BROOKS, PIERCE, MCLENDON, HUMPHREY & LEONARD
1400 Wachovia Building
201 North Elm St.
Drawer U
Greensboro, NC 27402

Counsel for Flav-O-Rich, Inc.

GEORGE WARD HENDON
ADAMS, HENDON, CARSON & CROW, P.A.
601 First National Bank Bldg.
82 Patton Ave.
P. O. Box 7246
Asheville, NC 28807

JOSEPH R. GLADDEN, JR.
KING & SPALDING
2500 Trust Company Tower
Atlanta, GA 30303

Counsel for The Biltmore Company

JOHN M. MURCHISON, JR.
W. T. COVINGTON, JR.
KENNEDY, COVINGTON, LOBDELL & HICKMAN
3300 NCNB Plaza
Charlotte, NC 28280

GLENN S. DENNIS
HOUSE COUNSEL
BORDEN, INC.
180 East Broad St.
Columbus, OH 43215

Counsel for Borden, Inc.

JOSEPH H. LEONARD
LEONARD AND SNYDER
113 West Center St.
P. O. Box 614
Lexington, NC 27292

J. MELVILLE BROUGHTON, JR.
BROUGHTON, WILKINS & CRAMPTON, P. A.
Suite 1921 Center Plaza Building
411 Fayetteville Street Mall
P. O. Box 2387
Raleigh, NC 27602

Counsel for Coble Dairy Products Cooperative, Inc.

FRED D. TURNAGE
CLEARY, GOTTLIEB, STEEN & HAMILTON
1250 Connecticut Ave., N.W.
Washington, D.C. 20036

ROBERT H. DUESENBERG
VICE PRESIDENT AND GENERAL COUNSEL
PET, INC.
Pet Plaza
400 South Fourth St.
St. Louis, MO 63102

WRIGHT T. DIXON, JR.
BAILEY, DIXON, WOOTEN, McDONALD & FOUNTAIN
P. O. Box 2246
Raleigh, NC 27602

Counsel for Pet, Inc.

HENRY A. MITCHELL, JR.
SMITH, ANDERSON, BLOUNT, DORSETT, MITCHELL & JERNIGAN
First Union National Bank Building
P. O. Box 31
Raleigh, NC 27602

Counsel for Pine State Creamery Co.

JOHN R. JORDAN, JR.
JORDAN LAW OFFICES
Suite 1414
Branch Banking and Trust Building
333 Fayetteville Street Mall
Raleigh, NC 27602

DAVID L. AUFDERSTRASSE
CHADWELL, KAYSER, RUGGLES, McGEE & HASTINGS
8500 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

THEODORE L. BANKS
KRAFT, INC.
Kraft Court
Glenview, IL 60025

Counsel for Kraft, Inc.

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing Joint Brief For The Respondents In Opposition was served upon counsel for Petitioner, J. Nat Hamrick, Esq., Hamrick & Hamrick, P.O. Box 470, Rutherfordton, North Carolina 28139, by first class mail with proper postage affixed, this 17th day of June, 1981.

/s/ ST. JOHN BARRETT
BARNETT, ALAGIA & CAREY
1627 K Street, N.W.
Washington, D.C. 20006

APPENDIX

LISTING PURSUANT TO RULE 28.1

Each of the respondents has the following named parent companies, subsidiaries or affiliates:

BILTMORE COMPANY

The Alterennens Co.

BORDEN, INC.

Adria S.A. Productos Alimenticios (Brazil)
Modelos Yuki (Mexico)
Bayamon Can Corporation, Inc. (New Jersey)
Borden Chemical Co. (France) S.A. (France)
Establissments P. Barnier S.A. (France)
Feslente Boniface S.A. (France)
Borden U.K. Limited (England)
Borden Espana, S.A. (Spain)
Borden International Packaging Ltd. (Ireland)
Crecspan S.A. (Spain)
Este, S.A. (Spain)
Gallina Blanca, S.A. (Spain)
Naturin, S.A. (Spain)
Promocion de Marcados S.A. (Spain)
Rifacli, S.A. (Spain)
Klemme GmbH & Co. K.G. (West Germany)
Borden International Phillippines Inc. (Phillippines)
Borex, S.A. (Panama)
Productos Donita, Inc. (Puerto Rico)
Clover Brand Dairies Corporation (North Carolina)
Coco Lopez Manufacturing Corp. (Puerto Rico)
Cia Chiricana de Leche S.A. (Panama)
Adria S.A. Producios Alimenticios (Brazil)
Alimentos S.A. (Colombia)
Borden Chemical (M) SDN BHD (Malaysia)
Compania Casco S.A.I.C. (Argentina)
Lacteos S.A. (Colombia)
Cia Industrial de Alimentos S.A. (Colombia)
Las Amigas del Pueblo (Panama)
Materiales Moldeables S.A. de C.V. (Mexico)

Nassau Dairy Products Ltd. (Bahama Island)
Grand Bahama Dairy Products Ltd. (Grand Bahama)
Prolesa S.A. de C.V. (Mexico)
Derivados Industriales Veracruzanos S.A. (Mexico)
Lechas Pasterurizados de Libras S.A. (Mexico)
Productos de Leche S.A. (Mexico)
Proteinas Lacteas y Alimentos S.A. (Mexico)
Italcolor S.A. (Uruguay)
Compania Casco S.A.I.C. (Argentina)
Compania Quimica Borden S.A. (Panama)
Galloway-West Company, Inc. (Wisconsin)
Clemco, Inc. (Illinois)
Hitachi Borden Chemical Products, Inc. (Japan)
Illinois Nitrogen Corporation (Illinois)
Industrias La Famosa, Inc. (New Jersey)
Indufor S.A. (Luxembourg)
Produits Lambiotte Freres S.A. (France)
Societe d'Application de Flockage (France)
TRL (France)
John Robert Powers Attractions, Inc. (New York)
Kansas Krop Service, Inc. (Kansas)
Kerry Cheese Tek Limited (Ireland)
Korea Borden Chusik Joesa (Korea)
Latin America Agribusiness Development Corp. (Panama)
Indufor S.A. (Luxembourg)
Meiji Borden, Inc. (Japan)
Monichem, Inc. (Louisiana)
Nassau Dairy Products, Ltd. (Bahama Island)
Quimica Borden Ecuatoriana S.A. (Ecuador)
Quimica Borden S.A. de C.V. (Mexico)
Shahdnab Company (Iran)
Sun-Vue Fertilizers, Inc. (Texas)
Trinidad Processing Company, Ltd. (Trinidad)
The Viking Engraving Corporation (Ohio)

COBLE DAIRY PRODUCTS COOPERATIVE, INC.

None

PET, INC.

Helvetia Redevelopment Corporation
Hussmann Refrigerator Co.
American Refrigeration Products, S.A.
Hussmann Refrigeration, Inc.
Hussmann Store Equipment Limited
Krack Corporation
Alton Manufacturing Co.
Star Cooler Corp.
Chesley Industries
Merchants Refrigerating Company
Merchants Refrigerating Company of California
Nine-O-Five Stores, Inc.
St. Louis Lithographing Company
Southland Canning & Packing Co., Inc.
Stuckey's, Inc.
Stuckey's Stores, Inc.
Vendome Stores, Inc.
Spartanburg Dairy, Inc.
Applied Air Systems, Inc.

PINE STATE CREAMERY CO.

JRAC Systems, Inc.
Novel Foods, Inc.

KRAFT, INC.

Dart & Kraft, Inc.
Dominion Dairies, Ltd.

FLAV-O-RICH, INC.

Dairymen, Inc
D.I. Tank Service, Inc.
D.I. Research, Inc.
Promotion Services, Inc.
Southern Dairymen, Inc.
Pro-Co Cooperative, Inc.